IN THE CLAIMS:

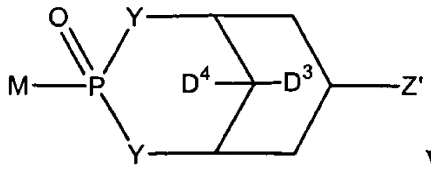
Please cancel claims 58-149, 161, 163-164, and 167-170 without prejudice. The Applicants reserve the right to pursue claims to non-elected inventions in a Divisional application.

Please amend the claims to read as follows:

09 31. (Once amended) The compounds of claim 1 wherein V is -H, and Z is selected from the group consisting of $-CHR^2OH$, $-CHR^2OC(O)R^3$, and $-CHR^2OCO_2R^3$.

010 35. (Once amended) The compounds of claim 22 wherein W and W' are independently selected from the group consisting of -H, alkyl, aralkyl, alicyclic, aryl, substituted aryl, heteroaryl, and substituted heteroaryl.

173. (Once amended) The compounds of claim 1 that are of formula VIII:



VIII

011 wherein:

Z' is selected from the group consisting of –OH, $-OCO_2R^3$, $-OC(O)R^3$, and $-OC(O)SR^3$;

R^2 is selected from the group consisting of R^3 and -H;

R^3 is selected from the group consisting of alkyl, aryl, alicyclic, and aralkyl;

R^6 is selected from the group consisting of -H, and lower alkyl, acyloxyalkyl, alkoxycarbonyloxy alkyl and lower acyl;

one Y is -O- and the other Y is $-NR^6-$;

D^3 is –H;

D^4 is selected from the group consisting of -H, alkyl, -OH, $-OR^2$ and $-OC(O)R^3$.

M is selected from the group that attached to PO_3^{2-}, $P_2O_6^{3-}$, $P_3O_9^{4-}$ or $P(O)(NHR^6)O^-$ is a biologically active agent but is not an FBPase inhibitor, and is attached to the phosphorus in formula I via a carbon, oxygen, sulfur or nitrogen atom;

with the provisos that:

1) M is not –NH(lower alkyl), $-N(\text{lower alkyl})_2$, -NH(lower alkylhalide), $-N(\text{lower alkylhalide})_2$, or –N(lower alkyl) (lower alkylhalide); and

0 11 2) R^6 is not lower alkylhalide;

and pharmaceutically acceptable prodrugs and salts thereof.